

Exhibit A



FILED

05/19/22

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Exhibit A

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Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "NEPTUNE HOLDING
INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D.
2021, AT 4:30 O`CLOCK P.M.*



6275684 8100
SR# 20213406867

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204328943
Date: 10-05-21

CERTIFICATE OF INCORPORATION

OF

NEPTUNE HOLDING INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:30 PM 10/01/2021
FILED 04:30 PM 10/01/2021
SR 20213406867 - File Number 6275684

The undersigned does hereby make and acknowledge this Certificate of Incorporation for the purpose of forming a business corporation pursuant to Section 102 of the General Corporation Law of the State of Delaware (the “DGCL”).

**ARTICLE I
NAME**

The name of the Corporation is **Neptune Holding Inc.**

**ARTICLE II
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation’s registered office in the State of Delaware is A Registered Agent Inc., 8 The Green Ste A, Dover, Kent County, DE 19901. The name of the Corporation’s registered agent at such address is A Registered Agent Inc.

**ARTICLE III
CORPORATE PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is one thousand (1,000) shares, which shall be shares of common stock with a par value of \$0.01 per share.

**ARTICLE V
RESERVATION OF RIGHT TO AMEND BY-LAWS**

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation to the fullest extent permitted by the provisions of the DGCL.

**ARTICLE VI
ELECTION OF DIRECTORS**

The election of directors need not be conducted by written ballot except and to the extent provided in the Bylaws of the Corporation.

ARTICLE VII
LIMITATION ON LIABILITY; INDEMNIFICATION

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any amendment, repeal or modification of this Article VII by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as a director at the time of such amendment, repeal or modification.

ARTICLE VIII
RESERVATION OF RIGHT TO AMEND
CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, restate, change or repeal any provisions contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law and all the provisions of this Certificate of Incorporation and all rights, preferences, privileges and powers conferred in this Certificate of Incorporation on stockholders, directors, officers or any other persons are subject to the rights reserved in this Article VIII.

ARTICLE IX
INCORPORATOR

The name and mailing address of the Incorporator are as follows:

Gustavo Akkerman
c/o Covington & Burling LLP
The New York Times Building, 620 Eighth Avenue
New York, NY 10018

[Remainder of page intentionally left blank]

I, THE UNDERSIGNED, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make, file and record this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, have hereunto set my hand this 1st day of October, 2021.



Gustavo Akkerman
Sole Incorporator